

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF OKLAHOMA**

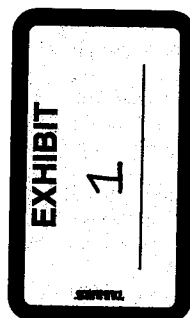
STATE OF OKLAHOMA,)
)
 Plaintiff,)
)
 v.)
)
 TYSON FOODS, INC., et al.,)
)
 Defendants.)

Case No. 05-cv-329-GKF(SAJ)

AFFIDAVIT OF THOMAS W. GRUBER

I, Thomas W. Gruber, being duly sworn, state as follows:

1. I am the First Assistant Attorney General of the State of Oklahoma.
2. I have personal knowledge of the matters set forth herein.
3. The Attorney General is the chief law officer for the State of Oklahoma.
4. Environmental litigation can be complex, lengthy, and expensive, and it was the view of the Office of the Oklahoma Attorney General that litigation with the poultry industry regarding its alleged pollution of the waters and lands of the State of Oklahoma would likely be complex, lengthy and expensive.
5. The Office of the Oklahoma Attorney General has limited resources, lacking both in number of available personnel and amount of available finances, to prosecute the large-scale environmental case that was being contemplated against the poultry industry regarding its alleged pollution of the waters and lands of the State of Oklahoma.
6. Accordingly, on or about July 23, 2004, following a request for proposal process, the State of Oklahoma retained outside counsel to assist in its prosecution of environmental claims against culpable companies in the poultry industry.
7. The outside counsel retained, Riggs, Abney, Neal, Turpen, Orbison & Lewis, Inc., Miller & Keffer, LLP, and Motley Rice LLC, were selected because these firms offered the most



favorable financial terms to the State and because these firms were determined to have the requisite legal skills and resources to assist the State of Oklahoma in its prosecution of environmental claims against culpable companies in the poultry industry.

8. The contract by which the State of Oklahoma retained these outside counsel to assist in its prosecution of environmental claims against culpable companies in the poultry industry provides that the Attorney General and his office will retain complete control over all aspects of the litigation. *See, e.g.*, Contract ¶¶ 1, 2, 5.


9. Consistent with the terms of the contract by which the State of Oklahoma retained these outside counsel to assist in its prosecution of environmental claims against certain companies in the poultry industry, the Attorney General has at all times retained complete control over all aspects of the litigation.

10. At all times the Attorney General or his designee has exercised supervisory and decision-making responsibilities over outside counsel and at no time has the Attorney General or his designee delegated supervisory or decision-making responsibilities to outside counsel.

11. The contract by which the State of Oklahoma retained these outside counsel to assist in its prosecution of environmental claims against certain companies in the poultry industry is a contingency fee contract.

12. The State uses contingency contracts to retain outside counsel in a variety in situations.

Date: March 19, 2007



Thomas W. Gruber

Sworn to and subscribed before me on this 19th day of March, 2007.

C. Sue Thrash
Notary Public -- State of Oklahoma

My commission expires February 14, 2011

My commission number is 03002687

